



O R R I C K

EXHIBIT A-2

DECEMBER 2013 INVOICE

ORRICK, HERRINGTON & SUTCLIFFE LLP
COLUMBIA CENTER
1152 15TH STREET, NW
WASHINGTON, D.C. 20005-1706

tel +1-202-339-8400
fax +1-202-339-8500

WWW.ORRICK.COM

Joseph W. Grier, III.
101 North Tryon Street, Suite 1240
Charlotte, NC 28246

January 13, 2014
Client No. 24998
Invoice No. 1454634

Orrick Contact: Jonathan P. Guy

FOR SERVICES RENDERED through December 31, 2013 in connection
with the matters described on the attached pages:

\$ 27,698.00

DISBURSEMENTS as per attached pages:

289.84

TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):

\$ 27,987.84

Matter(s): 24998/2004, 2005, 2007, 2009

DUE UPON RECEIPT

The following is for information only:

Previous Balance not included in this invoice:

\$240,317.89

If this amount has already been paid, please disregard.

In order to ensure proper credit to your account,
please reference your **INVOICE** and **CLIENT** numbers on your remittance.
For inquiries, call: (304) 231-2701. Fax (304) 231-2501.

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

REMITTANCE ADDRESS:

Orrick, Herrington & Sutcliffe LLP
Lockbox #774619
4619 Solutions Center
Chicago, IL 60677-4006

Reference: 24998/ Invoice: 1454634

**ELECTRONIC FUNDS
TRANSFERS:**

ACH & Wire Transfers:
ABA Number 121000248
SWIFT CODE: WFBUS6S
Account Number: 4123701088
Wells Fargo
420 Montgomery Street
San Francisco, CA 94104
Account of
Orrick, Herrington & Sutcliffe LLP
Reference: 24998/ Invoice: 1454634
E.I.N. 94-2952627

OVERNIGHT DELIVERY:

Orrick, Herrington & Sutcliffe LLP
c/o Wells Fargo
Attn: Lockbox #774619
350 East Devon Avenue
Itasca, IL 60143
(213) 614-3248

Reference: 24998/ Invoice: 1454634



Joseph W. Grier, III.
101 North Tryon Street, Suite 1240
Charlotte, NC 28246

January 13, 2014
Client No. 24998
Invoice No. 1454634

Orrick Contact: Jonathan P. Guy

For Legal Services Rendered Through December 31, 2013 in Connection With:

Matter: 2004 - Litigation

12/02/13	D. Smith	Read and analyze Debtors' and Coltec's post-trial submissions.	0.50	177.50
12/02/13	J. Guy	Review parties' response briefs and analyze related arguments.	1.50	1,125.00
12/03/13	D. Smith	Read and analyze Debtors' and Coltec's post-trial submissions.	2.20	781.00
12/03/13	K. Orr	E-mails to/from D. Smith regarding Debtors' response to findings of fact and review materials regarding same.	0.40	204.00
12/04/13	D. Smith	Correspond with K. Orr re filing of certificate of service for post-trial response brief.	0.10	35.50
12/04/13	K. Orr	Review post-trial responses and related filings.	2.50	1,275.00
12/04/13	R. Wyron	Review TDP issues and notes re same for follow-up meetings.	1.60	1,296.00
12/05/13	D. Fullem	Review recently filed pleadings.	0.20	54.00
12/05/13	K. Orr	Review and analyze post-trial responses (1.5); review FCR responses in connection with possible redactions and e-mails to/from J. Guy and D. Smith regarding same (.50).	2.00	1,020.00
12/05/13	R. Wyron	Review Bondex objection re Lincoln.	0.30	243.00
12/06/13	J. Guy	Follow up on redaction of post trial briefs and TDP issues.	0.40	300.00
12/09/13	D. Fullem	Review recently filed pleadings.	0.20	54.00
12/09/13	D. Fullem	Organize transcript/deposition materials on J drive.	0.50	135.00
12/09/13	K. Orr	Various e-mails to/from counsel for ACC and D. Smith regarding deposition designations and redactions.	0.30	153.00
12/11/13	J. Guy	Follow up on TDP and settlement discussions.	0.20	150.00
12/12/13	D. Smith	Review and analyze post-trial brief for redaction purposes.	3.00	1,065.00
12/13/13	D. Smith	Review and analyze post-trial brief for redaction purposes.	2.20	781.00



Grier, Joseph W. III. - 24998
page 2

January 13, 2014
Invoice No. 1454634

12/13/13	J. Guy	Teleconference with J. Grier and R. Wyron re: settlement issues (.20); review prior discussions (.10).	0.30	225.00
12/13/13	R. Wyron	Review emails re plan issues and notes re same (.6); call with J. Grier and follow-up (.6).	1.20	972.00
12/16/13	K. Orr	Review TDP memo and research outstanding issues in preparation for internal meeting.	1.50	765.00
12/17/13	D. Fullem	Review post-trial files with K. Orr (.50); begin assembling, organizing, numerous boxes of materials (2.50).	3.00	810.00
12/17/13	D. Fullem	Review recently filed pleadings.	0.20	54.00
12/17/13	D. Smith	Analyze and mark confidential portions of post-trial brief for redaction purposes.	1.80	639.00
12/17/13	K. Orr	Office conference with J. Guy and R. Wyron regarding TDP issues and follow up (1.4); research TDP procedures and outline issues (1.3); office conference with D. Fullem regarding organization of pleadings, witness, trial and other files (.7).	3.40	1,734.00
12/17/13	J. Guy	Meeting with R. Wyron and K. Orr re TDP issues (1.5); teleconference with Joe Grier re status of case and related issues (.3); work on TDP structure (.8); follow up on settlement concepts (.3).	2.90	2,175.00
12/17/13	R. Wyron	Review TDP notes for meeting (.8); meet with J. Guy and K. Orr re TDP issues (1.4).	2.20	1,782.00
12/18/13	D. Fullem	Complete organization of post-trial files as requested by K. Orr.	1.30	351.00
12/18/13	D. Fullem	Review recently filed pleadings.	0.20	54.00
12/18/13	D. Fullem	Confer with K. Orr regarding CDs of discovery and filing of same.	0.20	54.00
12/18/13	K. Orr	Review correspondence from J. Grier regarding case status (.10); e-mails to/from J. Guy regarding TDP issues and prepare materials for J. Guy regarding same (.40); review e-mails regarding deposition designations and e-mail J. Guy regarding same (.10).	0.60	306.00
12/18/13	J. Guy	Work on settlement and TDP issues.	0.80	600.00
12/19/13	K. Orr	Work on issues relating to draft TDP and e-mail J. Guy regarding same (1.0); review correspondence from financial expert (.10).	1.10	561.00
12/19/13	J. Guy	Teleconference and emails to/from/with T. Swett and J. Grier and others re: settlement structure and TDP issues (.6); work on TDP (1.4).	2.00	1,500.00



Grier, Joseph W. III. - 24998
page 3

January 13, 2014
Invoice No. 1454634

12/19/13	R. Frankel	Confer with R. Wyron regarding settlement issues (.2); review settlement memos (.4).	0.60	591.00
12/20/13	D. Smith	Review and quality check deposition designations submitted to the court.	1.10	390.50
12/20/13	K. Orr	E-mails to/from counsel for ACC and D. Smith regarding deposition designations.	0.20	102.00
12/23/13	K. Orr	Review corrected transcripts and e-mail D. Fullem regarding updating internal database (1.0); review amended Bondex plan documents (.50); attention to pleadings and document files (.30).	1.80	918.00
12/26/13	G. Willey	Review recently filed pleadings.	0.20	49.00
12/27/13	G. Willey	Review recently filed pleadings.	0.10	24.50
12/30/13	G. Willey	Review recently filed pleadings.	0.20	49.00
		Total Hours	45.00	
		Total For Services		\$ 23,555.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Roger Frankel	0.60	985.00	591.00
Debra O. Fullem	5.80	270.00	1,566.00
Jonathan P. Guy	8.10	750.00	6,075.00
Kathleen Orr	13.80	510.00	7,038.00
David B. Smith	10.90	355.00	3,869.50
Gerald L. Willey	0.50	245.00	122.50
Richard H. Wyron	5.30	810.00	4,293.00
Total All Timekeepers	45.00	\$523.44	\$23,555.00

Disbursements	
Other Business Meals	169.70
Total Disbursements	\$169.70

Total For This Matter **\$23,724.70**



Grier, Joseph W. III. - 24998
page 4

January 13, 2014
Invoice No. 1454634

For Legal Services Rendered Through December 31, 2013 in Connection With:

Matter: 2005 - Plan and Disclosure Statement

12/12/13	J. Guy	Address Plan and Disclosure statement issues (separate occasions).	0.20	150.00
12/15/13	R. Wyron	Review email re plan structure proposal and notes re same.	0.30	243.00
		Total Hours	0.50	
		Total For Services	\$	393.00

Timekeeper Summary	Hours	Rate	Amount
Jonathan P. Guy	0.20	750.00	150.00
Richard H. Wyron	0.30	810.00	243.00
Total All Timekeepers	0.50	\$786.00	\$393.00

Total For This Matter **\$393.00**



Grier, Joseph W. III. - 24998
page 5

January 13, 2014
Invoice No. 1454634

For Legal Services Rendered Through December 31, 2013 in Connection With:

Matter: 2007 - Orrick Compensation

12/04/13	D. Fullem	Review Orrick's November prebill.	1.00	270.00
12/05/13	K. Orr	Review and edit November prebill.	0.50	255.00
12/09/13	D. Fullem	Review final November invoice; send same to client for review/approval; prepare cover memo to notice parties re same.	0.80	216.00
12/09/13	D. Fullem	Review/organize invoices (.50); begin drafting of tenth quarterly fee application for the period July-October 2013 (1.20).	1.70	459.00
12/10/13	D. Fullem	Prepare tenth quarterly fee application for the period July 1-Oct 31, 2013.	2.20	594.00
12/13/13	D. Fullem	Review comments to Orrick's tenth quarterly fee application.	0.20	54.00
12/13/13	K. Orr	Review and edit interim fee application and e-mail D. Fullem regarding same.	0.20	102.00
12/16/13	D. Fullem	Review, research and respond to questions from K. Orr regarding billing rate and adjustment to be shown on 10th quarterly fee application.	1.00	270.00
12/16/13	K. Orr	E-mails to/from R. Wyron and D. Fullem regarding interim fee application.	0.30	153.00
12/16/13	R. Wyron	Review 2013 billing rate issue and emails re same.	0.30	243.00
		Total Hours	8.20	
		Total For Services		\$ 2,616.00

Timekeeper Summary	Hours	Rate	Amount
Debra O. Fullem	6.90	270.00	1,863.00
Kathleen Orr	1.00	510.00	510.00
Richard H. Wyron	0.30	810.00	243.00
Total All Timekeepers	8.20	\$319.02	\$2,616.00

Disbursements			
Document Reproduction		67.50	
Postage		52.64	
Total Disbursements			\$120.14



Grier, Joseph W. III. - 24998
page 6

January 13, 2014
Invoice No. 1454634

Total For This Matter	\$2,736.14
-----------------------	------------



Grier, Joseph W. III. - 24998
page 7

January 13, 2014
Invoice No. 1454634

For Legal Services Rendered Through December 31, 2013 in Connection With:

Matter: 2009 - FCR and Other Professionals Compensation

12/03/13	K. Orr	Review J. Grier and Grier law firm invoices and e-mail K. Buffaloe regarding same.	0.20	102.00
12/05/13	D. Fullem	Review emails from C. Wright with various professionals' fee/expense submissions.	0.20	54.00
12/09/13	D. Fullem	Review draft of November invoice from HR&A; provide comments to R. Mangus; review K. Orr's comments.	0.50	135.00
12/09/13	K. Orr	Review and comment on HRA November invoice.	0.30	153.00
12/10/13	D. Fullem	Prepare updates to fee/expense chart for all professionals and circulate to group.	1.00	270.00
12/13/13	D. Fullem	Review draft of Lincoln's November invoice and respond to email from C. Gresh re same.	0.30	81.00
12/13/13	K. Orr	Review Lincoln invoice and e-mail C. Gresh regarding same.	0.20	102.00
12/16/13	D. Fullem	Review emails from C. Wright with various professionals' fee/expense submissions.	0.30	81.00
12/17/13	D. Fullem	Review emails from C. Wright with various professionals' fee/expense submissions.	0.20	54.00
12/17/13	K. Orr	Phone conference with D. Fullem regarding quarterly fee application and review edits to same.	0.20	102.00
		Total Hours	3.40	
		Total For Services		\$ 1,134.00

Timekeeper Summary	Hours	Rate	Amount
Debra O. Fullem	2.50	270.00	675.00
Kathleen Orr	0.90	510.00	459.00
Total All Timekeepers	3.40	\$333.53	\$1,134.00

Total For This Matter \$1,134.00

* * * COMBINED TOTALS * * *



Grier, Joseph W. III. - 24998
page 8

January 13, 2014
Invoice No. 1454634

Total Hours	57.10
Total Fees, all Matters	\$27,698.00
Total Disbursements, all Matters	\$289.84
Total Amount Due	\$27,987.84